

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name XS Ranch Fund VI, L.P.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-5275645

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

818 Sayers Road
Bastrop, TX 78602

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Bastrop

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☒ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **XS Ranch Fund VI, L.P.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5313**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☐ No.
- ☒ Yes.

If more than 2 cases, attach a separate list.

District	Northern District of California	When	12/23/16	Case number	16-31367
District		When		Case number	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor		Relationship	
District		Case number, if known	

Debtor **XS Ranch Fund VI, L.P.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **XS Ranch Fund VI, L.P.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 6, 2020**
MM / DD / YYYY**X /s/ James P. Foster**
Signature of authorized representative of debtor

Title **Managing Member of Coast Range, LLC****James P. Foster**
Printed name**18. Signature of attorney****X /s/ Eric Terry**
Signature of attorney for debtorDate **January 6, 2020**
MM / DD / YYYY**Eric Terry 00794729**
Printed name**Eric Terry Law, PLLC**
Firm name**3511 Broadway**
San Antonio, TX 78209
Number, Street, City, State & ZIP CodeContact phone **(210) 468-8274** Email address **eric@ericterryllaw.com****00794729 TX**
Bar number and State

**ACTION BY WRITTEN CONSENT
AND RESOLUTIONS OF THE
GENERAL PARTNER AND CHIEF
RESTRUCTURING OFFICER OF
XS RANCH FUND VI, L.P.
a Delaware limited partnership**

Date: January 6, 2020

The undersigned, XS Ranch Fund VI Manager, LP, a Delaware limited partnership, as the General Partner (the "**General Partner**") of XS RANCH FUND VI, L.P., a Delaware limited partnership (the "**Company**"), hereby adopts the following resolutions by written consent, as permitted by the Delaware Revised Uniform Partnership Act Section 17- 403(a). Capitalized terms used herein but not defined herein have the meaning assigned to them in the LPA (as defined below).

WHEREAS, the Company is a Reorganized Debtor in a post-confirmation bankruptcy case in the United States Bankruptcy Court for the Northern District of California, Oakland Division, and assigned Case No. 16-03167 (the "**California Bankruptcy Case**").

WHEREAS, the General Partner has reviewed the historical performance of the Company, the lack of substantial consummation of the confirmed plan in the California Bankruptcy Case, the market for the Company's property and business and the current and long-term liabilities of the Partnership;

WHEREAS, the General Partner has, over the last several months, reviewed the materials and information presented by the advisors to the Company regarding the possible need to restructure the Company, and has analyzed each of the strategic alternatives available to it, and the impact of the foregoing on the Company and its stakeholders;

WHEREAS, the Company has retained Chris Wu of Teneo Capital LLC to serve as Chief Restructuring Officer for the Company, subject to the terms and conditions of the retainer letter dated December 20, 2019.

WHEREAS, Michael VanderLey of Force 10 Partners LLC has resigned as the Plan Agent in the California Bankruptcy Case.

NOW, THEREFORE, BE IT RESOLVED, that it is the judgment and determination of the General Partner and the Chief Restructuring Officer that it will have no material adverse effect on any Limited Partner to amend the Second Amended and Restated Agreement of

Limited Partnership of XS Ranch Fund VI, LP (the “LPA”) to delete Article 19, that such amendment is in the best interests of the Company, its creditors, Limited Partners and parties in interest and that the LPA is therefore amended to delete Article 19 of the LPA.

RESOLVED, that in the judgment of the General Partner and the Chief Restructuring Officer, it is desirable and in the best interests of the Company, its creditors, its limited partners and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and that a motion be filed to dismiss the California Bankruptcy Case.

RESOLVED, that the General Partner, on behalf of the Company, is authorized, empowered and directed to retain Chris Wu of Teneo Capital LLC as Chief Restructuring Officer to lead the Company’s chapter 11 reorganization efforts and to represent and assist the Company in connection with a restructuring or the marketing and sale of its assets in the chapter 11 case and to take any and all actions to advance the Company’s rights and maximize value for its stakeholders in connection therewith as set forth in its engagement letter dated December 20, 2019, and the General Partner is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an appropriate application for authority to retain the services of Teneo Capital LLC.

RESOLVED, that the General Partner, on behalf of the company, is authorized, empowered and directed to retain the law firm of Potomac Law Group PLLC (“**PLG**”) as bankruptcy counsel to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith, and the General Partner is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an appropriate application for authority to retain the services of PLG.

RESOLVED, that the General Partner, on behalf of the company, is authorized, empowered and directed to retain the law firm of Eric Terry Law PLLC (“**ET**”) as local counsel to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith, and the General Partner is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an appropriate application for authority to retain the services of ET.

REVOLVED, that the Chief Restructuring Officer is authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any

and all actions and steps deemed by the Chief Restructuring Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including, but not limited to post-petition financing, a sale of the Company's assets, the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement; and

RESOLVED, that any and all actions heretofore taken by the General Partner or the Chief Restructuring Officer in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent on the first date written above.

GP:

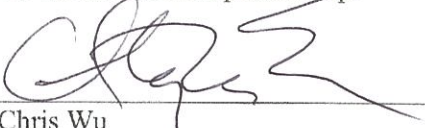
XS RANCH MANAGER VI, L.P.
a Delaware limited partnership

By: 

Coast Range Investments, LLC,
a Delaware limited liability company
James P. Foster, Manager

COMPANY:

XS RANCH FUND VI, LP,
a Delaware limited partnership



Chris Wu
Chief Restructuring Officer

Fill in this information to identify the case:Debtor name **XS Ranch Fund VI, L.P.**United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 6, 2020****X /s/ James P. Foster**_____
Signature of individual signing on behalf of debtor**James P. Foster**_____
Printed name**Managing Member of Coast Range, LLC**_____
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **XS Ranch Fund VI, L.P.**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Bluebonnet Electric Cooperative 690 Texas Hwy 71 W, Bldg. 1 Bastrop, TX 78602		Utilities				\$0.00
FoxTrot LLC c/o Tullius Law Group 515 S. Flower St., 18th Fl. Los Angeles, CA 90071			Contingent Unliquidated Disputed			\$0.00
Jackson Walker LLP Attn: James Alsup 100 Congress Ave., Ste. 1100 Austin, TX 78701		Professional Services				\$88,877.06
John Landwehr 219 Main St. Smithville, TX 78957			Contingent Unliquidated Disputed			\$0.00
Kelly Thevenot 326 McDonald Rd. Cedar Creek, TX 78612		Professional Services				\$4,265.34
LIA Engineering, Inc. 7500 Rialto Rd., Bldg. 2 Ste. 100 Austin, TX 78755		Professional Services				\$38,960.00
Pine Associates, LLC 4455E. Camelback Rd., Ste. C-140 Phoenix, AZ 85018		Professional Services				\$8,346.00

Debtor **XS Ranch Fund VI, L.P.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
PV Development Management Attn: Mark Kehke & Jason Perrin 4343 Von Karman Ave., 3rd Fl. Newport Beach, CA 92660			Disputed			\$5,038.00
Ranch Wireless Internet 3547 N Hwy 123 Bypass Seguin, TX 78155		Utilities				\$710.22
Rimon P.C. Attn: Ben Douglas One Embarcadero Ctr., Ste. 400 San Francisco, CA 94111		Professional Services				\$46,728.42
RMD & Co., Inc. 408 Baylor St. Austin, TX 78703						\$20,698.63
Ron Freeman Esq. Law Offices of Ronald J. Freeman 102 N. Railroad Ave. Pflugerville, TX 78660		Professional Services				\$8,133.00
Squar Milner Attn: Katherine Gough 1150 Santa Monica Blvd., Ste. 600 Los Angeles, CA 90025		Professional Services				\$5,858.00
Texas Assocaite/AFCO 5600 N. River Rd., Ste. 400 Des Plaines, IL 60018		Professional Services				\$1,562.68
Texas Associates/AFCO 1120 Capital of Texas Hwy. S Bldg 3 Austin, TX 78746		Trade debt				\$2,536.23
Tony Gonzalez 1344 Sayers Rd. Bastrop, TX 78602		Trade debt				\$2,800.00

Debtor **XS Ranch Fund VI, L.P.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Winthrop Couchot Golubow Hollander Attn: Garrick Hollander 1301 Dove St., Ste. 500 Newport Beach, CA 92660		Professional Services	Disputed			\$310,370.36

**United States Bankruptcy Court
Western District of Texas**

In re **XS Ranch Fund VI, L.P.**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
10 Gracie Square, LLC Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	1.10%	
Allen H. Smith 736 Taft Rd. Hinsdale, IL 60521	Class A	0.63%	
Allison K. Thacker and Troy Thacker 6 Longfellow Lane Houston, TX 77005	Class A	0.63%	
Annie Shoemaker Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.38%	
Anthony Saracino 1020 Coronado Blvd. Sacramento, CA 95864	Class A	0.47%	
Arn & Nancy Tellem Living Trust DTD 8/19/98 Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	1.57%	
Austin Ranch LLC Attn: H. Hiter Harris III c/o Harris Williams & Co. 1011 Haxall Point, Ste. 900, 9th Fl Richmond, VA 23219	Class A	0.63%	
B. B. Patel 2 Cowell Ln. Atherton, CA 94027	Class A	3.15%	
Banvine Partners, L.P. c/o Banvine Corporation, General Partner 3793 Reliance Road Middletown, VA 22645	Class A	1.26%	
Biggar Family Trust Attn: Mike Biggar 494 W. Portola Ave. Los Altos, CA 94022	Class A	2.52%	

In re: **XS Ranch Fund VI, L.P.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Blatt Family Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.63%	
Blue Glacier Fund, L.P. c/o Credtline Investors Attn: James Delaune 201 Main St., Ste. 900 Fort Worth, TX 76102	Class D	3.91%	
Brooke Shoemaker Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.38%	
Carsam Capital L.P. c/o Fuller Realty Partners, LLC Attn: Stewart Smith 1800 Augusta Drive, Suite 400 Houston, TX 77057-3131	Class A	0.63%	
Christopher Meledandri c/o Chapman, Bird, Grey & Tessler 1990 South Bundy Drive, Suite 200 Los Angeles, CA 90025	Class A	0.79%	
CL OPP III LAND, LLC c/o Credtline Investors Attn: James Delaune 201 Main St., Ste. 900 Fort Worth, TX 76102	Class D	6.87%	
Crestline AK Opportunistic Fund, L.P. c/o Credtline Investors Attn: James Delaune 201 Main St., Ste. 900 Fort Worth, TX 76102	Class D	2.82%	
Crestline Makena Fund, L.P. c/o Credtline Investors Attn: James Delaune 201 Main St., Ste. 900 Fort Worth, TX 76102	Class D	1.41%	
David G. Runnels & Therese M. Runnels 6062 Riverview Way Houston, TX 77057	Class A	0.16%	

List of equity security holders consists of 10 total page(s)

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Best Case Bankruptcy

In re: **XS Ranch Fund VI, L.P.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Dewitt Richard and Marcy K. Leachman Attn: Dr. Richard Leachman 6 Claymore Ct. Houston, TX 77024	Class A	0.63%	
Edward N. Barad 5455 Landmark Pl., #913 Greenwood Village, CO 80111	Class A	0.31%	
Eric Johnson 123 Commonwealth Ave. San Francisco, CA 94118	Class A	0.63%	
Eric L. and Barbara Jane Tupler 4070 E. Chestnut Ct. Greenwood Village, CO 80121	Class A	0.63%	
George E. Rossmann and Lynn L. Rossmann UAD 219 Rosalie Ct. Los Gatos, CA 95032	Class A	0.63%	
Goel Family Partnership Attn: Prabhu Goel 98 Ridgeview Dr. Atherton, CA 94027	Class A	6.3%	
Goldsmith Family Trust Attn: David L. Goldsmith 6 Monterey Terrace Orinda, CA 94563	Class A	0.63%	
Goldstein Family Trust dtd 1/29/93 Attn: Richard Goldstein 20629 Chatsboro Dr. Woodland Hills, CA 91364	Class A	0.31%	
Grant Shoemaker, LLC Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.63%	
Hannah, LLC Defined Benefit Retirement Trust 10866 Wilshire Blvd., 10th Floor Los Angeles, CA 90024	Class A	0.31%	

List of equity security holders consists of 10 total page(s)

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Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Hart Family Trust Attn: Garrett Hart and Patricia Pallesch 1677 San Onofre Drive Pacific Palisades, CA 90272	Class A	0.31%	
Hill Living Trust Attn: Rocky Hill 21760 Heber Way Saratoga, CA 95070	Class A	0.63%	
Howard Cottage Investments, LP Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.79%	
Jack Fraker c/o CBRE 2100 McKinney Avenue, Suite 700 Dallas, TX 75201	Class A	0.63%	
James A. and JoAnn C. Tramuto 5552 Cedar Creek Drive Houston, TX 77056			
James and Lynn Saunders Trust DTD 2/4/00 209 Pacific Ave. Piedmont, CA 94611	Class A	0.63%	
James Bochnowski 28 Camino Por Los Arboles Atherton, CA 94027	Class A	6.3%	
James E. Franco Attn: Jeff Blatt 920 E. Dean Keeton Street Austin, TX 78705	Class A	0.47%	
James J. Tramuto 6147 Willers Way Houston, TX 77057	Class A	0.31%	
Jeffrey Michael Jacobe 3015 Locke Lane Houston, TX 77019	Class A	0.63%	
Jim Foster 3723 W. Michael Dr., Unit 16 Wilson, WY 83014	Class A	3.15%	

List of equity security holders consists of 10 total page(s)

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Best Case Bankruptcy

In re: **XS Ranch Fund VI, L.P.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joe Wolf 1080 Edgewood Mill Valley, CA 94941	Class A	1.57%	
John F. Masdea II 335 Loring Mill Valley, CA 94941	Class A	0.31%	
Jonathan and Diane Levin 4120 Mary Ellen Avenue Studio City, CA 91604	Class A	0.31%	
Katherine Shoemaker Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.38%	
Kenneth C. Haupt Trust dtd 12-6-91 16 Pacheco Creek Drive Novato, CA 94949	Class A	0.31%	
Kevin Barnes 16 Buckeye Rd. Belvedere, CA 94920	Class B	.094%	
Kevin E. Barnes 16 Buckeye Rd. Belvedere, CA 94920	Class A	0.63%	
Lakequest Enterprises, Inc. Attn: Jeff Blatt 920 E. Dean Keeton Street Austin, TX 78705	Class A	1.26%	
Lawrence D. Long and Mary C. Diehl 1225 Fern Ridge Felton, CA 95018	Class A	1.26%	
Lawrence J. and Gwendolyn G. Melody Attn: Larry Melody 3 Lazy Wood Lane Houston, TX 77024	Class A	0.63%	
Lisa Harmon Trust DTD 8/19/99 Attn: Alan Reed Harmon PO Box 2879 Kamuela, HI 96743	Class A	0.63%	

List of equity security holders consists of 10 total page(s)

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Best Case Bankruptcy

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Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Mackenzie Davis 227 West Blithedale Ave. Mill Valley, CA 94941	Class A	0.63%	
Mendelsohn Family Trust dtd 7/21/92 Attn: David Mendelsohn 4411 Westchester Dr. Woodland Hills, CA 91364	Class A	0.31%	
Michael J. and Shelley W. Melody 5847 Shady River Drive Houston, TX 77057	Class A	0.63%	
Michael T. Masdea 51 Westgate Road Wellesley Hills, MA 02481	Class A	0.63%	
Moelis Irrevocable Trust Attn: Margaret Potter 399 Park Ave., 5th Fl. New York, NY 10022	Class C	3.15%	
Monica M. Bancroft 2004 Living Trust Attn: Stephanie Samuells/Bessemer Trust NA 630 Fifth Ave., Fl. 39 New York, NY 10111	Class A	0.63%	
Palatine, LP Attn: David L. Rome 26883 Dezahara Way Los Altos, CA 94022	Class A	3.15%	
Paul Bancroft III 2004 Living Trust Attn: Stephanie Samuells/Bessemer Trust NA 630 Fifth Ave., Fl. 39 New York, NY 10111	Class A	1.26%	
Paul R. House and Martha L. House 721 Camelot Lane Houston, TX 77024	Class A	0.31%	
Reinsberg Family Trust Attn: William R. Reinsberg 31 Indian Wells Moraga, CA 94556	Class A	0.63%	

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Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Reza Etedali & Nina Maeda 2002 Trust Attn: Reza Etedali 2 Park Plaza, Suite 930 Irvine, CA 92614	Class A	0.31%	
Richard Hefter 2222 Hermosa Ave. Hermosa Beach, CA 90254	Class A	0.16%	
Ring-Green Family Trust dtd 11-3-00 Attn: Robert Ring & Susan Green 10348 Cheviot Drive Los Angeles, CA 90064	Class A	0.31%	
Robert Sanitsky Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.31%	
Ronald H. and Marilyn Josephs 16350 Ventura Blvd., Apt. 333 Encino, CA 91436	Class A	0.31%	
Rudnick Irrevocable Trust Attn: Allan Rudnick 531 Barnaby Road Los Angeles, CA 90077	Class A	1.57%	
Samantha Shoemaker Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.22%	
Sanford R. Robertson c/o Francisco Partners Letterman Digital Arts Center One Letterman Drive, #C-410 San Francisco, CA 94129	Class A	0.79%	
Saunders Family Revocable Trust Attn: Vince Saunders 51 Craig Ave. Oakland, CA 94611	Class A	0.79%	
SF Services, LLC Attn: Chris Tomaszewski 10811 Washington Blvd., #370 Culver City, CA 90232	Class A	1.26%	

List of equity security holders consists of 10 total page(s)

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LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Shire Investment Management, Inc. Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.31%	
Shoemaker Property LLC Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	1.10%	
Stacy and John Yost Revocable Trust 94 King Ave. Oakland, CA 94611	Class A	0.63%	
Steven Shoemaker Trust Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	0.38%	
The Carroll Living Trust Attn: Adam Carroll 2416 Paseo Del Mar Palos Verdes Estates, CA 90274	Class A	0.31%	
The Elliott Family Living Trust Attn: David Elliott 158 W. Blithedale Ave. Mill Valley, CA 94941	Class A	1.26%	
The Eve Slaff GST Exempt Trust Attn: Nora Slaff 712 N. Whittier Dr. Beverly Hills, CA 90210	Class A	0.31%	
The Garth Facinelli Trust dtd 2-13-96 c/o Wasserman Grossman & Sloan LLP Attn: Diana Irena 10990 Wilshire Blvd. Los Angeles, CA 90024	Class A	0.31%	
The Hollander Living Trust dtd 3/3/95 Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	1.26%	
The Long Family Trust 469 E. Raintree Court Louisville, CO 80029	Class A	0.63%	

List of equity security holders consists of 10 total page(s)

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LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
The Paine Family Trust DTD 10/13/94 c/o Paine & Partners, LLC 1 Franklin Pkwy., Bldg 910 Ste. 120 San Mateo, CA 94403	Class A	3.15%	
The William and Claire Wolfenden Family Trust dtd 10/10/00 20 Cottonwood Court Hillsborough, CA 94010	Class A	0.63%	
The Wright Family Trust 10/12/00 Attn: Steve Blatt 11150 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025	Class A	1.10%	
Thomas F. Stephenson Family Trust 198 Fair Oaks Ln. Atherton, CA 94027	Class A	3.15%	
Thomas J. Melody c/o Capital Markets Group Real Estate Jones Lang LaSalle 400 Post Oak Blvd., Suite 1200 Houston, TX 77056	Class A	0.63%	
Wallace Family Trust UA DTD 7/28/99 Attn: John Wallace 38 Baywood Canyon Rd. Fairfax, CA 94930	Class A	1.57%	
Wildwood Trust #2 U/A/D 7/24/87 Attn: Michael Cohen 1999 Avenue of the Stars, Suite 900 Los Angeles, CA 90067	Class A	0.79%	
WIN Investments, LP c/o Laguna Business Resources 18430 Brookhurst, Suite 202 Fountain Valley, CA 92708	Class A	0.63%	
Winkler Children's Trust of 1998 Attn: Marvin Winkler 32932 Pacific Coast Hwy. #14-487 Dana Point, CA 92629	Class A	0.31%	
Zander Lurie 1785 Oak Avenue Menlo Park, CA 94025	Class A	0.79%	

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LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Managing Member of Coast Range, LLC** of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **January 6, 2020**Signature **/s/ James P. Foster****James P. Foster**

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Texas**

In re **XS Ranch Fund VI, L.P.**

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Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Managing Member of Coast Range, LLC of the partnership named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 6, 2020**

/s/ James P. Foster

James P. Foster/Managing Member of Coast Range, LLC

Signer/Title

Aqua Water Service Company
PO Drawer P
Bastrop, TX 78602

Aventine Development Services
Attn: Chad Hagle
19360 Rinaldi St., Ste. 730
Porter Ranch, CA 91326

Bastrop County Tax Assessor/Collector
PO Box 579
Bastrop, TX 78602

Bastrop County Tax Assessor/Collector
c/o Lee Gordon
PO Box 1269
Round Rock, TX 78680

Bluebonnet Electric Cooperative
690 Texas Hwy 71 W, Bldg. 1
Bastrop, TX 78602

City of Bastrop
Attn: City Manager
904 Main St.
PO Box 427
Bastrop, TX 78602

Clayton Williams Ranch Co.
Attn: Jeff Williams
PO Box 1668
Fort Stockton, TX 79735-1668

Coast Range Investments, LLC
Attn: James Foster
818 Sayers Rd.
Bastrop, TX 78602

Coy Sunderman
139 Colovista Dr.
Bastrop, TX 78602

Crestline Direct Finance, L.P.
c/o Crestline Investors, Inc.
Attn: James Cochran
201 Main St., Ste. 1900
Fort Worth, TX 76102

DF Capital Management
Attn: Rob Riva
14701 Phillips Hwy., Ste 300
Jacksonville, FL 32256

Federal Emergency Management Agency
FRC 800 North Loop 288
Denton, TX 76209

Force Ten Partners, LLC
Attn: Michael VenderLey
20342 SW Birch, Ste. 220
Newport Beach, CA 92660

FoxTrot LLC
c/o Tullius Law Group
515 S. Flower St., 18th Fl.
Los Angeles, CA 90071

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19101

Jackson Walker LLP
Attn: James Alsup
100 Congress Ave., Ste. 1100
Austin, TX 78701

John Landwehr
219 Main St.
Smithville, TX 78957

Kelly Thevenot
326 McDonald Rd.
Cedar Creek, TX 78612

LIA Engineering, Inc.
7500 Rialto Rd., Bldg. 2
Ste. 100
Austin, TX 78755

Lower Colorado River Authority
Attn: Executive Manager, Water Services
PO Box 200
Austin, TX 78767

Melting Point Solutions
c/o Keller & Benvenuti
Attn: Tobias Keller
650 California Ave., #1900
San Francisco, CA 94108

Pine Associates, LLC
4455E. Camelback Rd., Ste. C-140
Phoenix, AZ 85018

PV Development Management
Attn: Mark Kehke & Jason Perrin
4343 Von Karman Ave., 3rd Fl.
Newport Beach, CA 92660

Ranch Wireless Internet
3547 N Hwy 123 Bypass
Seguin, TX 78155

Rimon P.C.
Attn: Ben Douglas
One Embarcadero Ctr., Ste. 400
San Francisco, CA 94111

RMD & Co., Inc.
408 Baylor St.
Austin, TX 78703

Ron Freeman Esq.
Law Offices of Ronald J. Freeman
102 N. Railroad Ave.
Pflugerville, TX 78660

Squar Milner
Attn: Katherine Gough
1150 Santa Monica Blvd., Ste. 600
Los Angeles, CA 90025

Steiner & Sons
c/o Waller Lansden Dortch & Davis, LLP
Attn: Eric Taube
100 Congress Ave., Ste. 1800
Austin, TX 78701

Texas Assocaites/AFCO
5600 N. River Rd., Ste, 400
Des Plaines, IL 60018

Texas Associates/AFCO
1120 Capital of Texas Hwy. S
Bldg 3
Austin, TX 78746

Texas Commission on Enviromental Quality
MC 172
PO Box 13087
Austin, TX 78753

Texas Comptroller of Public Accounts
Revenue Accounting Div- BK Section
P.O. Box 12548, MC-008
Austin, TX 78711

Texas Department of Transportation
Attn: Project Delivery Team
7901 N. IH 35
Austin, TX 78753

Texas Railroad Commission
Enforcement Division
Office of General Counsel
P.O. Box 12967
Austin, TX 78711

Tony Gonzalez
1344 Sayers Rd.
Bastrop, TX 78602

US Department of the Army
Fort Worth District, Corps of Engineers
Attn: Chief Regulatory Branch
PO Box 17300
Fort Worth, TX 76102

Winthrop Couchot Golubow Hollander
Attn: Garrick Hollander
1301 Dove St., Ste. 500
Newport Beach, CA 92660

XS Ranch Municipal Utility District
c/o Ron Freeman
102 N. Railroad Ave.
Pflugerville, TX 78660